PORTNOY ADAM Form 4

March 28, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

January 31,

2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * PORTNOY ADAM

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

03/27/2013

SENIOR HOUSING PROPERTIES

(Check all applicable)

TRUST [NYSE: SNH]

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director 10% Owner Officer (give title

Other (specify

C/O REIT MANAGEMENT & RESEARCH LLC, TWO NEWTON

(State)

(First)

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Applicable Line)

PL., 255 WASH. ST., STE. 300

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEWTON, MA 02458

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

7. Nature of Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) Code V Amount (D)

Reported Transaction(s) (Instr. 3 and 4)

Price

(2)

Common Shares of

Beneficial

Interest

03/27/2013

J(1)9.886 26.51 Α

125,873.55

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	3 and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
					Date	Date	Expiration	Or Title Nesselves			
						Exercisable Date	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director Other

PORTNOY ADAM C/O REIT MANAGEMENT & RESEARCH LLC TWO NEWTON PL., 255 WASH. ST., STE. 300 NEWTON, MA 02458

X

Signatures

/s/ Adam D. 03/27/2013 Portnoy

Date **Signature of Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These shares were issued pursuant to a business management agreement between the Issuer and Reit Management & Research LLC ("RMR") of which Mr. Portnoy is a director and minority beneficial owner. Mr. Portnoy purchased these shares from RMR upon their issuance. Such transfers were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 thereunder.
- In accordance with the business management agreement referred to above, certain historical share price information was used to determine the number of common shares of beneficial interest paid to RMR. The per share price amount listed above is the closing sale price of the Issuer's common shares of beneficial interest on the New York Stock Exchange on March 27, 2013, when the shares were issued and purchased.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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